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(((H96000010338))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: FLORIDA MAIN STREET ASSOCIATION, INC.
FAX AUDIT NUMBER: H96000010338 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/25/1996 TIME REQUESTED: 14:08:33
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 07245000325E

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James S. Stahl
138 N. Swinton Avenue
Delray Beach, FL 33444
(407) 265-2229

Articles of Incorporation of

Stahl & Assoc. Florida Main Street Association, Inc.

a Florida Not for Profit Corporation

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of the corporation is Florida Main Street Association, Inc.

Article II - Effective Date

Corporate existence shall begin upon the filing of these Articles with the Secretary of State of Florida.

Article III - Duration

The corporation shall have perpetual duration.

Article IV - Purposes

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) to promote the historic preservation, protection and use of Florida's traditional downtown areas, including those areas' commercial, civic and religious enterprises and residences;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of Florida's traditional downtown areas and thereby promote Florida's historic preservation, contribute to its community betterment while lessening the burdens of Florida's government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Florida's traditional downtown areas;
- (d) to hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building

rehabilitation and design, economic restructuring and planning management that foster the preservation of Florida's traditional downtown areas, and enhance the understanding and appreciation of its history, culture and architecture;

- (e) to aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside Florida engaged in similar purposes;
- (f) to solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

In addition, in furtherance but not in limitation thereof:

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (e).

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of

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No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

The corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are in furtherance of the corporation's exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

Article V - Corporate Address

The initial street address of the principal office of the corporation shall be 421 2nd Street N.W., Winter Haven, FL 33881, and the initial mailing address of the corporation shall be the same.

Article VI - Membership

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. Qualifications for membership shall be set forth in the bylaws.

Article VII - Registered Office and Agent.

The street address of the initial registered office of the corporation is 3900 Lake Center Drive, #A4, Mount Dora, FL 32757. The name of its initial registered agent at such address is Lou Tally.

Article VIII - Board of Directors

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The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The numbers of Directors of the corporation shall be set forth in the bylaws but shall not be less than the minimum number required by state law and, initially, shall be four (4). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be:

Tom Freijo, 421 Second Street, N.W., Winter Haven, 33881
James Stahl, 138 N. Swinton Ave., Delray Beach, FL 33444
Karen Slevin, 32 E. Magnolia, Eustis, FL 32726
David Zimet, Route 3-Box 4370, Quincy, FL 32351-9529

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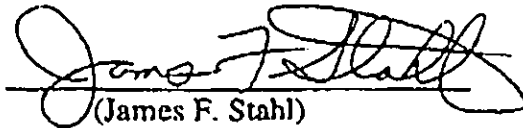
Article XIII - Bylaws

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be by a resolution of the Board of Directors.

Article XIV - Amendments

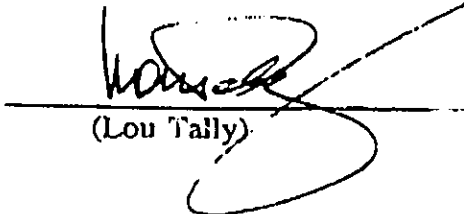
These articles of incorporation may be amended by affirmative vote of two thirds of the total membership of the Board of Directors or, alternatively, as provided by law.

The undersigned natural person, being the incorporator of this corporation for the purpose of formation of this not for profit corporation under the Laws of Florida, have executed these articles of incorporation on June 21, 1996.


(James F. Stahl)

Acceptance of Registered Agent Designated in Articles of Incorporation

Lou Tally, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


(Lou Tally)

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